

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter **11**☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **American Eagle Brandon LLC**

2. All other names debtor used in the last 8 years

DBA Aldea Green

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **83-1196168**

4. Debtor's address **Principal place of business**

**3819 Hawk Crest Road
Ann Arbor, MI 48103**

Number, Street, City, State & ZIP Code

Washtenaw

County

Mailing address, if different from principal place of business

**700 S Kings Avenue
Brandon, FL 33511**

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **www.eagleseniorliving.org**

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **American Eagle Brandon LLC**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☒ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. Check all that apply

- ☒ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6233**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____
District _____

When _____
When _____

Case number _____
Case number _____

Debtor **American Eagle Brandon LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment**

District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000☐ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor	American Eagle Brandon LLC	Case number (if known)	
	Name		
	<input type="checkbox"/> \$50,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$500,000 <input type="checkbox"/> \$500,001 - \$1 million	<input checked="" type="checkbox"/> \$10,000,001 - \$50 million <input type="checkbox"/> \$50,000,001 - \$100 million <input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion <input type="checkbox"/> \$10,000,000,001 - \$50 billion <input type="checkbox"/> More than \$50 billion

Debtor **American Eagle Brandon LLC** Case number (if known) _____
 Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 14, 2022**
 MM / DD / YYYY

X /s/ Todd Topliff
 Signature of authorized representative of debtor
 Title **President**

Todd Topliff
 Printed name

18. Signature of attorney

X /s/ Shanti M. Katona
 Signature of attorney for debtor

Date **January 14, 2022**
 MM / DD / YYYY

Shanti M. Katona 5352
 Printed name

Polsinelli PC
 Firm name

222 Delaware Avenue
Suite 1101
Wilmington, DE 19801
 Number, Street, City, State & ZIP Code

Contact phone **(302) 252-0920** Email address **skatona@polsinelli.com**

5352 DE
 Bar number and State

Debtor **American Eagle Brandon LLC** Case number (if known) _____
Name

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

Debtor	American Eagle Brandon LLC		Case number (if known)	
	<small>Name</small>			
Debtor	American Eagle Delaware Holding Company LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Eau Gallie LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Hanceville LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Hendersonville LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Island Lake LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Kingston LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Leesburg AL LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Leesburg MC LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Newark LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Owatonna AL LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Palmer Park LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Pleasant Prairie LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Ravenna LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Titusville LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Tuskawilla LLC		Relationship to you	
District	Delaware	When	Case number, if known	
Debtor	American Eagle Venice Island LLC		Relationship to you	
District	Delaware	When	Case number, if known	

**ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF MANAGERS OF
AMERICAN EAGLE DELAWARE HOLDING COMPANY LLC
AND ITS SUBSIDIARIES LISTED ON SCHEDULE 1**

January 14, 2022

Under the provisions of the Limited Liability Company Agreement of American Eagle Delaware Holding Company LLC (the “**Parent**”), a limited liability company duly organized and validly existing under the laws of the State of Delaware, as amended, and the Delaware Limited Liability Company Act, as amended, effective as of the date written above, the undersigned constituting the sole member of the board of managers (the “**Board**”) of the Parent and each of the Parent’s subsidiaries listed on Schedule 1 attached hereto (the “**Subsidiaries**” and collectively with the Parent, the “**Company**”), hereby consent in writing that the following resolutions be adopted and direct that this consent be filed with the Company’s official minutes, to have the same force as a unanimous vote of the Board at a meeting duly held this date:

A. Chapter 11 Filing

WHEREAS, the Board and officers of the Parent are the same Board and officers of each of the Subsidiaries; and

WHEREAS, the Board reviewed and considered the Company’s financial and operational condition, historical performance and current and long-term liabilities of itself and its affiliates, as well as relevant industry conditions, and have considered various alternatives in respect of such matters; and

WHEREAS, the Board has had the opportunity to consult with the financial and legal advisors of the Company and fully consider the strategic alternatives available to the Company; and

WHEREAS, the Board has engaged in good faith negotiations with UMB Bank, N.A., as bond trustee and master trustee under that certain Trust Indenture dated as of December 1, 2018, and certain consenting holders of the Series 2018 Bonds (as defined in the RSA (defined below)) who constitute the holders of a majority in aggregate principal amount of the Series 2018 Bonds, regarding the terms of a restructuring as set forth in that certain RSA; and

NOW, THEREFORE, IT IS RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be and hereby is authorized to file or cause to be filed voluntary petitions for relief for the Parent and the Subsidiaries (collectively referred to herein as the “**Chapter 11 Cases**”) under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in a court of proper jurisdiction (the “**Bankruptcy Court**”); and

FURTHER RESOLVED, that any officer of the Company (collectively, the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers be, and they hereby are,

authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such cases; and

FURTHER RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and they hereby are, authorized, empowered and directed to certify the authenticity of these resolutions.

B. Restructuring Support Agreement

IT IS FURTHER RESOLVED, that the Board desires that the Company consummate a restructuring pursuant to the terms and conditions set forth in that certain term sheet attached to the Restructuring Support Agreement (the “**RSA**”); and

FURTHER RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and they hereby are, authorized, empowered and directed to take all actions (including, without limitation, to negotiate and execute any agreements, documents, or certificates) necessary to consummate the transactions contemplated thereby in connection with the Chapter 11 Cases and that the Company’s performance of obligations under the RSA hereby is, in all respects, authorized and approved; and

C. Retention of Professionals

IT IS FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of POLSINELLI PC as counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of POLSINELLI PC; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of FTI CONSULTING, INC. as financial advisor to represent and assist the Authorized Officers and the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers are, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of FTI CONSULTING, INC.; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the brokerage firm of BLUEPRINT HEALTHCARE REAL ESTATE ADVISORS, LLC as the exclusive advisor and broker to represent and assist the

Authorized Officers and the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers are, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of BLUEPRINT HEALTHCARE REAL ESTATE ADVISORS, LLC; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of EPIQ CORPORATE RESTRUCTURING, LLC as notice, claims, and balloting agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of EPIQ CORPORATE RESTRUCTURING, LLC; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of FOLEY & LARDNER LLP as special bond counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of FOLEY & LARDNER LLP; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

B. General

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

FURTHER RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company,

which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board.

FURTHER RESOLVED, that each of the Authorized Officers (and their designees and delegates) be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the manager, member, or managing member of each Subsidiary, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or appropriate to effectuate the purposes of the transactions contemplated herein.

This Consent may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

BOARD:

/s/ Todd Topliff

Todd Topliff

Schedule 1

Parent and Subsidiaries

- American Eagle Delaware Holding Company LLC, a Delaware limited liability company
- American Eagle Brandon LLC, a Florida limited liability company
- American Eagle Eau Gallie LLC, a Florida limited liability company
- American Eagle Hanceville LLC, an Alabama limited liability company
- American Eagle Hendersonville LLC, a Tennessee limited liability company
- American Eagle Island Lake LLC, a Florida limited liability company
- American Eagle Kingston LLC, a Tennessee limited liability company
- American Eagle Leesburg AL LLC, a Florida limited liability company
- American Eagle Leesburg MC LLC, a Florida limited liability company
- American Eagle Newark LLC, an Ohio limited liability company
- American Eagle Owatonna AL LLC, a Minnesota limited liability company
- American Eagle Palmer Park LLC, a Colorado limited liability company
- American Eagle Pleasant Prairie LLC, a Delaware limited liability company
- American Eagle Ravenna LLC, an Ohio limited liability company
- American Eagle Titusville LLC, a Florida limited liability company
- American Eagle Tuskawilla LLC, a Florida limited liability company
- American Eagle Venice Island LLC, a Florida limited liability company

Fill in this information to identify the case:Debtor name American Eagle Brandon LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 14, 2022**X /s/ Todd Topliff**

Signature of individual signing on behalf of debtor

Todd Topliff

Printed name

President

Position or relationship to debtor

Fill in this information to Identify the case:

Debtor Name: American Eagle Delaware Holding Company LLC

United States Bankruptcy Court for the: District of Delaware

Case Number (If known):

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 GREENBRIER SENIOR LIVING 3232 MCKINNEY AVE SUITE 1160 DALLAS, TX 75204	CONTACT: EVAN RICHTER PHONE: 214-979-2700 FAX: 214-979-2710 ERICTER@GREENBRIERDEV ELOPMENT.COM	MANAGEMENT FEES				\$776,753.06
2 ATTANE, FORMERLY GLYNNDEVINS INC 8880 WARD PKWY SUITE 400 KANSAS CITY, MO 64114	CONTACT: CHRIS EGAN PHONE: 913-491-0600 FAX: 913 491-1369 ACCOUNTING@GLYNNDEVIN S.COM; ADMIN@GLYNNDEVINS.COM	TRADE DEBT				\$712,102.66
3 BROOKDALE SENIOR LIVING 111 WESTWOOD PL STE 400 BRENTWOOD, TN 37027	CONTACT: LUCINDA M BAIER PHONE: 888-221-7317 FAX: 615-221-2289 CWHITE@BROOKDALE.COM; JNOLAN1@BROOKDALE.COM	MANAGEMENT FEES				\$615,573.03
4 CONSULATE HEALTH CARE 800 CONCOURSE PARKWAY SOUTH 200 MAITLAND, FL 32751	CONTACT: BILL MATHIES PHONE: 407-571-1550 FAX: 407-571-1599 MICHELINE@CONSULATEHEA LTHCARE.COM	TRADE DEBT				\$290,348.55
5 DIRECT SUPPLY, INC. 7301 W. CHAMPIONS WAY MILWAUKEE, WI 53223	CONTACT: ROBERT J HILLIS PHONE: 800-607-1491 AR@DIRECTSUPPLY.COM; CREDITCARDREQUEST@DIRE CTS.COM	TRADE DEBT				\$84,596.58

Debtor: American Eagle Delaware Holding Company LLC

Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 CINTAS FIRE PROTECTION 501 HAVERTY CT, STE A ROCKLEDGE, FL 32955	CONTACT: TODD M. SCHNEIDER, PRESIDENT & CEO PHONE: 321-684-7621 FAX: 352-551-9302 LOC00446@CINTAS.COM; CINTAS@SUPPLIERPAYMENT.S.COM; LOC00W81@CINTAS.COM	TRADE DEBT				\$13,231.04
7 US FOODS INC 9399 WEST HIGGINS ROAD SUITE 100 ROSEMONT, IL 60018	CONTACT: PIETRO SATRIANO PHONE: 847-720-8000 FAX: 847-720-2345 NATALLIA.SALASHCHANKA@USFOODS.COM	TRADE DEBT				\$13,108.25
8 ARS RESCUE ROOTER 4071 POWELL AVENUE NASHVILLE, TN 37204	CONTACT: DON KARNES PHONE: 615-932-6931 FAX: 615-259-3557 WECARE@ARS.COM	TRADE DEBT				\$7,500.00
9 S.A. COMUNALE CO., INC 1399 OHLEN AVE COLUMBUS, OH 43221	CONTACT: BJ SHOUGH PHONE: 614-291-7001 FAX: 614-291-7009 BJ.SHOUGH@COMUNALE.CO.M	TRADE DEBT				\$7,342.00
10 AT&T WHITACRE TOWER 208 S AKARD ST DALLAS, TX 75201	CONTACT: RANDALL STEPHENSON; KAREN A. CAVAGNARO, LEAD PARALEGAL PHONE: 800-947-5096 KM1426@ATT.COM	TRADE DEBT				\$6,592.43
11 STAFF AMERICA 8960 SW HWY 200, STE 5 OCALA, FL 34481	CONTACT: MICHAEL ARTHUR, CEO PHONE: 888-865-1140 FAX: 352-419-6593 OFFICE@STAFFAMERICAHEA.LTH.COM	TRADE DEBT				\$5,192.08
12 MCKESSON 2975 EVERGREEN DR DULUTH, GA 33095	CONTACT: DONNA MAGUN & KAREN MALONEY PHONE: 800-926-4633; 707-813-7926 FAX: 801-584-3640 DONNA.MAGUN@MCKESSON.COM; MCKESSONMS@SUPPLIERPAYMENTS.COM; KAREN.MALONEY@MCKESSON.COM	TRADE DEBT				\$3,870.25
13 NALCO COMPANY LLC 1601 W DIEHL RD NAPERVILLE, IL 60563-1198	CONTACT: DOUG BAKER PHONE: 651-795-6111 CREDITCARDS@NALCO.COM	TRADE DEBT				\$3,813.55

Debtor: American Eagle Delaware Holding Company LLC

Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14 FLORIDA ASSISTED LIVING ASSOCIATION 1618 MAHAN CENTER BLVD STE 103 TALLAHASSEE, FL 32308	CONTACT: TAMMI WATHEN PHONE: 850-383-1159 FAX: 850-224-0448 TAMMI@FALA.ORG; YOURADVOCATE@FALA.ORG	TRADE DEBT				\$3,345.00
15 SHERWIN-WILLIAMS COMPANY ATTN: ACCOUNTS RECEIVABLE DEPT. 4506 LB MCCLEOD-STE A400 ORLANDO, FL 32811-5665	CONTACT: VITO GRUTTADAURIA, DIV CREDIT MGR PHONE: 407-843-6020; 216-566-1585 FAX: 216-566-2947 SWPAYMENTS@COMDATA.COM; VITO.J.GRUTTADAURIA@SHERWIN.COM	TRADE DEBT				\$2,162.29
16 SILVERSPHERE LLC 2570 W INTL SPEEDWAY BLVD 200 DAYTONA BEACH, FL 32114	CONTACT: MALCOLM GRAHAM PHONE: 386-255-1921 FAX: 386-258-3782 SUPPORT@SILVERSPHERE.COM	TRADE DEBT				\$2,100.00
17 AUREON TECHNOLOGY 7760 OFFICE PLAZA DRIVE SOUTH WEST DES MOINES, IA 50266-2336	CONTACT: STEVE SIMPSON PHONE: 515-245-7777 FAX: 515-245-7730 STEVE.SIMPSON@AUREON.COM; TECH.CUSTOMERCARE@AUREON.COM; STEVEN.SIMPSON@AUREON.COM	TRADE DEBT				\$1,898.64
18 GLAZIER FOODS COMPANY 1500 OLIVER ST HOUSTON, TX 77007-6035	CONTACT: MICHAEL RASMUSSEN PHONE: 713-869-6411 FAX: 713-479-4797 MICHAELRASMUSSEN@GLAZIERFOODS.COM	TRADE DEBT				\$1,897.62
19 JOHNSON CONTROLS NORTH AMERICA OPERATIONAL HQ 5757 N. GREEN BAY AVE. PO BOX 591 MILWAUKEE, WI 53201	CONTACT: ALIYA TAUBE PHONE: 414-524-1200 FAX: 414-524-2077 CO-MBCCOLLECTIONS-CREDIT-CARD-PAYMENTS@JCI.COM; SUSAN.F.DAVIS@JCI.COM	TRADE DEBT				\$1,711.97
20 TCF EQUIPMENT FINANCE 11100 WAYZATA BLVD STE 801 MINNETONKA, MN 55305	CONTACT: ALEX BUNTE PHONE: 866-311-2755 FAX: 800-980-6861 CUSTOMERSERVICE@TCFEF.COM	TRADE DEBT				\$1,287.76

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				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21 GRAY ROBINSON 301 E PINE ST STE 1400 ORLANDO, FL 32801-2798	CONTACT: GRAY ROBINSON, PRESIDENT PHONE: 407-843-8880 FAX: 407-244-5690 ACCOUNTING@GRAY-ROBINSON.COM; RBURKE@GRAY-ROBINSON.COM	TRADE DEBT				\$1,260.00
22 PEPBOYS AUTO SERVICE & TIRES 1314 WEST MAIN STREET LEESBURG, FL 34748	CONTACT: BRIAN ZUCKERMAN PHONE: 352-787-2144 CONTACTUS@PEPBOYS.COM	TRADE DEBT				\$1,233.09
23 SOUTHWASTE DISPOSAL, LLC 16350 PARK TEN PL STE 215 HOUSTON, TX 77084-5053	CONTACT: CHUCK WILCOX, PRINCIPAL PHONE: 713-413-9400 FAX: 713-413-4179 INFO@SOUTHWASTE.COM	TRADE DEBT				\$1,093.25
24 AMERICAN BUREAU OF COLLECTIONS 500 SENECA STREET STE 400 BUFFALO, NY 14204-1963	CONTACT: DAVID HERER, CEO PHONE: 716-885-4444 FAX: 716-878-2842 INFO@ABC-AMEGA.COM	TRADE DEBT				\$1,080.06
25 STAPLES ADVANTAGE 7 TECHNOLOGY CIR COLUMBIA, SC 29203	CONTACT: J. ALEXANDER DOUGLAS & THOMAS RIGGLEMEN PHONE: 888-753-4106; 919-270-5043 FAX: 800-501-7658 CSACCOUNTSRECEIVABLE@STAPLES.COM; SERVICEDESKCREDITD@STAPLES.COM; THOMAS.RIGGLEMEN@STAPLES.COM	TRADE DEBT				\$979.25
26 CORPORATE COMMUNICATIONS CC 200 CONSUMER RD STE 500 TORONTO, ON M2J 4R4 CANADA	CONTACT: EVELYNE GREEN PHONE: 352-322-4535 EVELYN@CORPCOMMUNICATIONS.CA	TRADE DEBT				\$895.00
27 FLORIDA SENIOR LIVING ASSOCIATION 2292 WEDNESDAY STREET SUITE 1 TALLAHASSEE, FL 32308	CONTACT: GAIL MATILLO, CEO PHONE: 850-496-2562 FAX: 850-583-4873 INFO@FLORIDASENIORLIVING.ORG	TRADE DEBT				\$840.00
28 FEDEX 3965 AIRWAYS BLVD MODULE G 3RD FL MEMPHIS, TN 38116-5017	CONTACT: JANET YANOWSKY PHONE: 800-622-1147 FAX: 855-552-5393 X 471-4000 REMITTANCERESEARCH@FEDEX.COM; BANKRUPTCY@FEDEX.COM	TRADE DEBT				\$823.71

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29 CMS OF HOLLAND INC. 833 S MCCORD RD HOLLAND, OH 43528-8746	CONTACT: KIM STEWART, OFFICE MANAGER PHONE: 419-865-3566 FAX: 419-865-1614 CMSOFHOLLAND@YAHOO.COM	TRADE DEBT				\$797.07
30 ALL DEBT SOLUTIONS INC 117 WATER ST STE 204 MILFORD, MA 01757-3036	CONTACT: JOHN N TAMMARO, JR PRINCIPAL PHONE: 774-804-3328 FAX: 508-381-1618 ADMIN@ALLDEBTSOLUTIONS INC.COM	TRADE DEBT				\$765.67

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

American Eagle Brandon LLC,

Debtor.

Employer Tax I.D. No. 83-1196168

Chapter 11

Case No. 22-____ (____)

**LIST OF EQUITY SECURITY HOLDERS AND
CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following is a list of holders of equity securities of the above-captioned debtor (the “**Debtor**”) and a statement regarding its corporate ownership.

1. The Debtor is a not-for-profit corporation that is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
2. The Debtor has no outstanding “equity securities” as defined in section 101(6) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), no “equity security holders” as defined in section 101(17) of the Bankruptcy Code, and no equity interests for purposes of the Federal Rules of Bankruptcy Procedure 1007 and 7007.1; however, American Eagle Delaware Holding Company LLC is the sole member of the Debtor under Florida Revised Limited Liability Company Act.